

**UNITED STATES DISTRICT COURT
WESTERN DISTRICT OF TENNESSEE**

JESSICA JONES et al.,

Plaintiffs,

v.

VARSITY BRANDS, LLC et al.,

Defendants.

Civ. Action No. 2:20-cv-02892

ALL DEFENDANTS' MOTION TO STRIKE CLASS ALLEGATIONS

Defendants Varsity Brands, LLC; Varsity Spirit, LLC; and Varsity Spirit Fashions & Supplies, LLC¹; U.S. All Star Federation; Charlesbank Capital Partners, LLC, Bain Capital Private Equity, LP;² and Jeff Webb (collectively, "Defendants"), through their undersigned counsel, and pursuant to Federal Rules of Civil Procedure 12(f) and 23, hereby move this Court to strike Plaintiffs' class allegations from the Complaint (ECF No. 1).

Pursuant to Local Rule 7.2(d), movants request oral argument because they believe it will assist the Court in understanding the motion and the attendant issues and to answer any questions the Court may have.

WHEREFORE, for the reasons set forth in Defendants' Memorandum of Law in Support, filed contemporaneously herewith, Defendants respectfully request that the Court strike Plaintiffs' class allegations (specifically, paragraphs 29-39 and that portion of Plaintiffs' claims for relief that relates to the putative classes).

¹ Referred to as "Varsity Spirit Fashion & Supplies, LLC" in Plaintiffs' Complaint.

² Referred to as "Bain Capital Private Equity" in Plaintiffs' Complaint.

March 12, 2021

Respectfully submitted,

By: /s Matthew S. Mulqueen

George S. Cary*
Mark W. Nelson*
Alexis Collins*
Steven J. Kaiser*
CLEARY GOTTLIEB STEEN & HAMILTON LLP
2112 Pennsylvania Avenue, NW
Washington, DC 20037
Phone: (202) 974-1500
Fax: (202) 974-1999
gcary@cgsh.com
mnelson@cgsh.com
alcollins@cgsh.com
skaiser@cgsh.com

* Admitted *pro hac vice*

Matthew S. Mulqueen (TN #28418)
Adam S. Baldridge (TN #23488)
BAKER, DONELSON, BEARMAN, CALDWELL &
BERKOWITZ
165 Madison Avenue, Suite 2000
Memphis, TN 38103
Phone: (901) 526-2000
Fax: (901) 577-0866
mmulqueen@bakerdonelson.com
abaldridge@bakerdonelson.com

*Attorneys for Varsity Brands, LLC; Varsity Spirit,
LLC; Varsity Spirit Fashions & Supplies, LLC;
Charlesbank Capital Partners, LLC; and Bain
Capital Private Equity, LP*

By: /s Nicole D. Berkowitz

Grady Garrison (TN #008097)
Nicole D. Berkowitz (TN #35046)
BAKER, DONELSON, BEARMAN, CALDWELL &
BERKOWITZ
165 Madison Avenue, Suite 2000
Memphis, TN 38103
Phone: (901) 526-2000
Fax: (901) 577-0866

garrison@bakerdonelson.com
nberkowitz@bakerdonelson.com

Attorneys for U.S. All Star Federation, Inc.

By: /s Paul Coggins

Paul Coggins*
Brendan Gaffney*
LOCKE LORD LLP
2200 Ross Avenue, Suite 2800
Dallas, TX 75201
Phone: (214) 740-8000
Fax: (214) 740-8800
pcoggins@lockelord.com
bgaffney@lockelord.com

* Admitted *pro hac vice*

Edward L. Stanton III (TN Bar #018904)
BUTLER SNOW LLP
6075 Poplar Avenue, Suite 500
Memphis, Tennessee 38119
Telephone: (901) 680-7336
Facsimile: (901) 680-7201
Edward.Stanton@butlersnow.com

Attorneys for Jeff Webb

CERTIFICATE OF CONSULTATION

Counsel for Defendants hereby certify that they consulted with counsel for Plaintiffs on March 10, 2021, via electronic mail to determine whether Plaintiffs oppose the relief sought in this Motion. Plaintiffs' counsel stated that Plaintiffs oppose the relief requested in this Motion.

/s Matthew S. Mulqueen

Matthew S. Mulqueen (TN #28418)
